

# **EXHIBIT 11**

## **PUBLIC REDACTED VERSION**

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UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

-----x  
IN RE GOOGLE PLAY STORE Case No.  
ANTITRUST LITIGATION 3:21-md-02981-JD

THIS DOCUMENT RELATES TO:

Match Group, LLC et al. v. Google LLC et al.,  
Case No. 3:22-cv-02746-JD

Epic Games Inc. v. Google LLC et al.,  
Case No. 3:20-cv-05671-JD

In re Google Play Consumer Antitrust  
Litigation, Case No. 3:20-cv-05761-JD

In re Google Play Developer Antitrust  
Litigation, Case No. 3:20-cv-05792-JD

State of Utah et al. v. Google LLC et al.,  
Case No. 3:21-cv-05227-JD  
-----x

\*\* HIGHLY CONFIDENTIAL - UNDER PROTECTIVE ORDER \*\*

REMOTE VIDEOTAPED DEPOSITION OF  
SARAH KARAM  
Wednesday, September 28, 2022

REPORTED BY:

RENEE HARRIS, CA CSR 14168, NJ CCR, RPR

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UNITED STATES DISTRICT COURT  
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Case No. 3:21-cv-05227-JD

-----x  
\*\* HIGHLY CONFIDENTIAL - UNDER PROTECTIVE ORDER \*\*

Remote Videotaped Deposition of SARAH  
KARAM, appearing from Palo Alto, California, at  
9:07 a.m. PDT, on Wednesday, Palo Alto, 2022,  
before Renee Harris, California Certified  
Shorthand Reporter No. 14168, New Jersey Certified  
Court Reporter No. 30XI00241200, and Registered  
Professional Reporter.

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1 APPEARANCES OF COUNSEL:

2 Counsel for Plaintiffs Match Group, LLC; Humor  
3 Rainbow, Inc.; PlentyofFish Media ULC; and People  
4 Media:

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13 Counsel for the Proposed Class In re: Google Play  
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1 APPEARANCES OF COUNSEL: (CONTINUED)

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3 Epic Games, Inc. v. Google LLC, et al:

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12 Counsel for Google LLC, et al:

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20 nina.dutta@morganlewis.com

21 Also Present:

22 Kathlyn Querubin, Google

23 Jeanette Tekman, Match Group

24 Stephen Myers, Match Group

25 Steven Togami, Videographer

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1 Wednesday, September 28, 2022

2 9:07 a.m.

3  
4 THE VIDEOGRAPHER: We are on the record  
5 at 9:07 a.m. on September 28, 2022.

6 Please note that this deposition is being  
7 conducted virtually. Quality of recording  
8 depends on the quality of camera and Internet  
9 connection of participants. What is seen  
10 from the witness and heard on screen is what  
11 will be recorded. Audio and video recording  
12 will continue to take place unless all  
13 parties agree to go off the record.

14 This is Media Unit No. 1 of the  
15 video-recorded deposition of Sarah Karam  
16 taken by counsel for the plaintiffs in the  
17 matter of Match Group LLC et al. v. Google  
18 LLC, et al., filed in the United States  
19 District Court for the Northern District of  
20 California, Case Number Case No.  
21 3:22-cv-02746-JD.

22 This deposition is being conducted  
23 remotely using virtual technology. My name  
24 is Steven Togami representing the firm  
25 Veritext Legal Solutions; I am the

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1 videographer. The court reporter is Renée  
2 Harris from the firm Veritext Legal  
3 Solutions.

4 I am not related to any party in this  
5 action, nor am I financially interested in  
6 the outcome.

7 If there are any objections to  
8 proceeding, please state them at the time of  
9 your appearance.

10 At this time, will counsel and all  
11 present please state their appearances and  
12 affiliations for the record, starting with  
13 the noticing party.

14 MR. DIXON: Doug Dixon of Hueston  
15 Hennigan for the Match Plaintiffs, and I'm  
16 joined by my colleague, Will Larsen.

17 MS. NARANJO: Do all the plaintiffs want  
18 to go?

19 MR. WALCHAK: This is David Walchak for  
20 the consumer plaintiffs from Korein Tillery.

21 MS. ULRICH: Ashley Ulrich, Cravath  
22 Swaine & Moore for Epic Games, and with me is  
23 my colleague, Malikah Williams.

24 MS. NARANJO: This is Minna Naranjo from  
25 Morgan Lewis & Bockius, joined by Nina Dutta,

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1           also from Morgan Lewis & Bockius, and Kathlyn  
2           Querubin from Google representing the Google  
3           Defendants and the witness.

4  
5                               SARAH KARAM,  
6       called as a witness and having been first duly  
7       sworn by the Certified Shorthand Reporter, was  
8       examined and testified as follows:

9  
10                           EXAMINATION

11  
12       BY MR. DIXON:

13           Q.   Good morning, Ms. Karam.   How are you?

14           A.   Good morning.   I'm doing well.   How are  
15       you?

16           Q.   I'm doing well, thanks.

17                       So my name is Doug Dixon as you just  
18       heard.   I represent the Match Plaintiffs which own  
19       and operate several dating apps which I believe  
20       you are most likely familiar with; Tinder,  
21       Match.com, PlentyofFish, OkCupid and OurTime.   I  
22       may refer to those brands individually today or I  
23       may refer to the Match Plaintiffs.

24                       Would that be okay?

25           A.   Yes.



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1 an end-to-end platform for users, whether it's for  
2 subscriptions or in a one-time in-app purchases  
3 and it's a way for users to purchase with a sense  
4 of security and safety that they can get refunds  
5 as needed.

6 They can easily cancel subscriptions, if  
7 they have them running, and this works in hundreds  
8 of countries over hundreds of forms of payments,  
9 including local forms of payments, carrier  
10 billing.

11 So it's a suite of services both for  
12 developers and for users.

13 Q. Now, many app developers use the Google  
14 Play Store without using Google Play Billing;  
15 correct?

16 A. Correct. If a developer doesn't sell  
17 digital goods and services, they would not be  
18 using Google Play Billing.

19 Q. [REDACTED]

[REDACTED]

[REDACTED]

22 A. Correct.

23 Q. -- on the -- and so you can use the  
24 Google Play Store without using Google Play  
25 Billing and, in fact, the vast majority of

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1

[REDACTED]

21

Q. Correct.

22

A. [REDACTED]

[REDACTED]

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1 at the meeting?

2 A. Correct.

3 Q. And then you're right, if you turn to the  
4 second page of Exhibit 1596, there's reference to  
5 another meeting, March 12, 2021, that was just  
6 between you and Peter Foster; right?

7 A. Correct.

8 Q. And listed there is [REDACTED] discussion;  
9 correct?

10 A. Yes.

11 Q. And is this Exhibit 1596 a document that  
12 was created in the ordinary course of Google's  
13 business?

14 A. Yes.

15 Q. And if you turn to page 3, which is the  
16 one ending in 916, midway down, there's a bullet  
17 point, [REDACTED]

18

19 Do you see that?

20 A. I do.

21 Q. And so if this was a meeting between you  
22 and Peter, fair to say that you are the one that  
23 created these notes since Peter wouldn't have had  
24 access to it?

25 A. I'm just reading through that section.

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1 Definitely Google created. I might have -- some  
2 of this information might have been sourced from  
3 others, not just me.

4 Q. But these were your talking points for  
5 your meeting with Peter on March 12, 2021,  
6 reflected here on the page ending in Bates 916?

7 A. Yes, there's a section below that says  
8 "proposed talking points" which was created by  
9 Google.

10 Q. And these were the talking points you  
11 relied upon in connection with your conversation  
12 with Peter on March 12th, 2021; correct?

13 A. Yes.

14 Q. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

17 Q. At least according to Exhibit 1596, that  
18 was one of the topics; right?

19 A. That was one of the intended topics to  
20 talk about, yes.

21 Q. [REDACTED]  
[REDACTED]  
[REDACTED]

24 A. I don't remember the exact meeting. We  
25 would have a lot to talk about in those meetings,

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1 so I'm not sure the depth in which we went to in  
2 each of these topics.

3 Q. If you look under integration status,  
4 there are two top-level bullet points, focusing on  
5 the second top-level bullet point and then the  
6 first sub-bullet, it says, [as read]: [REDACTED]

[REDACTED]

[REDACTED]

9 Do you see that?

10 A. I do.

11 Q. [REDACTED]

[REDACTED]

[REDACTED]

14 A. My understanding of that bullet point is  
15 that Match [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

21 Q. Was there any reason for you to believe  
22 that Match was acting in anything other than good  
23 faith when it [REDACTED]

[REDACTED]

25 A. I think you'll see from earlier in the

```
1 doc, there's [REDACTED]
```

Row	Bar Length (approx. % of total width)
1	95
2	75
3	100
4	98
5	99
6	50
7	100
8	95
9	70
10	95
11	20
12	40

23 Q. And if you'll turn to the next page  
24 ending in Bates 917, you'll see there's a  
25 reference to feature adds; right?

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1 A. I do.

2 Q. And that's listed as [REDACTED]

3 A. Yes.

4 Q. Do you know what that meant?

5 A. What [REDACTED] meant?

6 Q. Correct.

7 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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1

█

█

█

█

6

BY MR. DIXON:

7

Q. Let me clarify the record.

8

A. Sure.

9

Q.

█

█

█

█

█

15

A.

█

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1           So yes, I read this statement. I don't  
2 think it reflects other conversations and feedback  
3 that we heard from Match previously.

4           Q. Google didn't ask for any clarification  
5 in response to that statement, did it?

6           A. This form was intended to record and it  
7 was used to grant extensions for those who were  
8 working in good faith to come into compliance with  
9 our policies. It was not intended to be a  
10 partnerships back-and-forth or a product feedback  
11 form. That wasn't the purpose of the form. It  
12 was for our policy team.

13          Q. My question was a little different,  
14 respectfully. I simply said: Google didn't ask  
15 for clarification in response to Mr. Daniell's  
16 submission; correct?

17          A. Not in this form, no.

18          Q. And Casey did get a specific response  
19 from Danmar; right?

20          A. Correct.

21          Q. And Danmar is somebody who works for  
22 Google?

23          A. I believe Danmar is on our policy --  
24 policy vendor team.

25          Q. So now let's turn back -- actually,

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1 before we go there, [REDACTED]  
[REDACTED]  
[REDACTED]; correct?

4 A. Correct.

5 Q. Did Google rely on Mr. Daniell's  
6 statement in making any other decisions?

7 MS. NARANJO: Object to form.

8 THE WITNESS: Can you please be more  
9 specific on what decisions you're referring  
10 to?

11 BY MR. DIXON:

12 Q. Yeah, did Google rely on Mr. Daniell's  
13 e-mail, say, for [REDACTED]  
[REDACTED] anything like that?

15 A. Our -- the way Google viewed  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

20 Q. I'm not sure that quite answered my  
21 question.

22 I guess, again, did Google rely on  
23 Mr. Daniell's request in the e-mail or the  
24 submission [REDACTED]  
[REDACTED]

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1           A. No, because that wasn't -- that wasn't an  
2 expectation off any -- any submission of these  
3 forms.

4           Q. All right. If you'll turn back to  
5 Exhibit 1994, which is Google's Answer.

6           A. Yeah.

7           Q. And I want to look at page, on the bottom  
8 footer, No. 46. And there's a section about a  
9 third from the top saying, "Count III, False  
10 Promise."

11                   Do you see that?

12           A. I do.

13           Q. And if you look at the paragraph No. 70,  
14 it says, [as read]: "Match Group's specific  
15 misrepresentations regarding its intention to  
16 comply with the DDA include the August 2021  
17 request of Peter Foster for an extension."

18                   Do you see that?

19           A. I do.

20           Q. And the reference there to that August  
21 2021 request of Peter Foster is Exhibit 1603;  
22 right?

23           A. The e-mail from Peter to Brandon?

24           Q. Correct.

25           A. Yes. I believe so.

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1 of Sameer Samat, Don Harrison, and sometimes, Gary  
2 was in those calls. So that's what I mean when I  
3 say, I'm not sure which of those communications.  
4 There was more than one. But I -- I know there  
5 were several and this is referring to one of them.

6 Q. And when did those communications take  
7 place?

8 A. Throughout a time period ranging maybe  
9 February, March, roughly, of 2022.

10 Q. And do you know the specific day that any  
11 of those communications being referred to in the  
12 last sentence of paragraph 74 were made?

13 A. I do not know the specific day.

14 Q. And you're just guessing that it could  
15 have been one of the conversations with Sameer  
16 Samat?

17 MS. NARANJO: Object to form.

18 THE WITNESS: I'm not guessing. Like I  
19 mentioned, there were several conversations  
20 between Shar Dubey, the CEO of Match and  
21 Sameer Samat, the VP of Google Play and  
22 Android product and this is in reference to  
23 one of those conversations.

24 There may have -- it could be in  
25 reference to a conversation with both the CEO

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1 and the CFO, where Shar, the CEO, stated [REDACTED]

[REDACTED]

[REDACTED]

4 I'm not sure what days those were on.

5 BY MR. DIXON:

6 Q. And what did Ms. Dubey say specifically?

7 A. I wasn't in those -- pardon me, I'm  
8 sorry, I didn't mean to interrupt you.

9 Q. I was just going to say -- let me start  
10 over.

11 So what did Ms. Dubey say specifically  
12 that gave rise to the allegation contained in the  
13 last sentence of paragraph 74?

14 A. I wasn't in those meetings directly. So  
15 I can't speak to the -- the exact words used, but  
16 from my memory of hearing summaries of the  
17 meetings from our Google attendees, I think what  
18 this is referring to [REDACTED]

[REDACTED]

[REDACTED]

21 Q. And I'm not -- really not asking for your  
22 best memory or anything like that. It's not meant  
23 to be a memory test.

24 I'm asking as Google's corporate  
25 representative: What specifically did Ms. Dubey

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1 say that is alleged in paragraph 74?

2

3

4 Q. She used those exact words?

5 A. I was not in the meeting and there was --  
6 there was no recorded transcript of the meeting.  
7 So I do not know the exact words used.

8 Q. In preparation to testify on behalf of  
9 Google with respect to Topic No. 2, did you speak  
10 to anyone who participated in those meetings with  
11 Ms. Dubey to ask what Ms. Dubey allegedly said?

12 A. We had briefings after these meetings to  
13 go over some of the statements made and next  
14 steps. None of these meetings included  
15 transcribing [sic], the exact words used, and  
16 that's not typically the approach we use at  
17 Google. Our partnerships, we don't scrutinize  
18 word-for-word and record what people say.

19 So no, I do -- I do not -- despite having  
20 very strong familiarity with these conversations,  
21 I was never told the exact words used because  
22 that's not really an approach we take.

23 Q. And the answer to my question is: You  
24 did not go speak with Mr. Harrison or Mr. Samat in  
25 connection with your obligations to testify on

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1           A. I think e-mails, e-mail threads,  
2           potentially a Google Doc, or at least one Google  
3           Doc.

4           Q. Let's start with the Google Doc.

5                   Which Google Doc did you review in  
6           connection with your preparation to testify as  
7           Google's corporate representative with respect to  
8           Topic No. 1?

9           A. A meeting notes docs regarding Match  
10          regarding [REDACTED].

11          Q. And have we reviewed during today's  
12          deposition the Meeting Notes doc regarding [REDACTED]  
13          that you reviewed in preparation for testifying as  
14          Google's corporate representative on Topic No. 1?

15          A. No.

16                  MR. DIXON: We're going to introduce  
17          Exhibit No. 1997. And that will be Tab 24  
18          which is a document Bates GOOG-PLAY-011540724  
19          through 0779.

20                   (Exhibit 1997 was received and marked  
21                  for identification on this date and is  
22                  attached hereto.)

23          BY MR. DIXON:

24          Q. Do you have Exhibit 1997 open?

25          A. I do.

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1 STATE OF CALIFORNIA )  
2 ) ss.  
3 COUNTY OF LOS ANGELES )

4 I, RENEE HARRIS, do hereby certify that I  
5 am a licensed Certified Shorthand Reporter, duly  
6 qualified and certified as such by the State of  
7 California;

8 That prior to being examined, the witness named  
9 in the foregoing deposition was by me duly sworn  
10 to testify to tell the truth, the whole truth, and  
11 nothing but the truth;

12 That the said deposition was by me recorded  
13 stenographically;

14 And the foregoing pages constitute a full,  
15 true, complete and correct record of the testimony  
16 given by the said witness;

17 That I am a disinterested person, not  
18 being in any way interested in the outcome of said  
19 action, or connected with, nor related to any of  
20 the parties in said action, or to their respective  
21 counsel, in any manner whatsoever.

22 DATED: September 29, 2022

23



24

Renee Harris, CSR, CCR, RPR

25

CA CSR No. 14168,

NJ CRR No. 30XI00241200



## Errata Sheet - Deposition of Sarah Karam

**Case:** *In re Google Play Store Antitrust Litigation*, Case No. 3:21-md-02981-JD  
*In re Google Play Consumer Antitrust Litigation*, Case No. 3:20-cv-05761-JD  
*Epic Games Inc. v. Google LLC*, Case No. 3:20-cv-05671-JD  
*In re Google Play Developer Antitrust Litigation*, Case No. 3:20-cv-05792-JD  
*State of Utah v. Google LLC*, Case No. 3:21-cv-05227-JD  
*Match Group LLC, v. Google LLC*, Case No. 3:22-cv-02746-JD

-----  
**Date of Deposition:** September 28, 2022

Page #	Line #	Currently Reads	Correction	Reason for Correction
31	7	team	teams	Transcription error
35	8	AVP	ABP	Transcription error
39	17	a list of	them as	Transcription error
48	2	in a one-time	one-time	Clarification
53	24	profitability.	for profitability.	Transcription error
56	7	developers	users	Clarification
70	8	avail	available	Transcription error
80	18-19	app in that -- policy compliant version	app, meaning the existing, policy compliant version,	Clarification
86	22	this	as	Transcription error
93	13	best-in-class class	best-in-class	Transcription error
93	21	steeper	deeper	Transcription error
96	5	asset	assert	Transcription error
100	12-14	that's resulting in consumers not purchasing using Google Play Billing almost never.	resulting in consumers almost never purchasing using Google Play Billing.	Clarification
120	12	L-O-O-V-O	L-O-V-O-O	Transcription error
125	9	thi	this	Transcription error
126	16	GOOG-PLAY-40224810	GOOG-PLAY-011224810	Transcription error
130	3	GOOG-PLAY-0011224866	GOOG-PLAY-011224866	Transcription error

Page #	Line #	Currently Reads	Correction	Reason for Correction
136	4	-- if I read	Farid	Transcription error
137	16	1998	1988	Transcription error
155	3	features	featured	Transcription error
161	22	G-up	gUp	Transcription error
167	6	claimant's	payments	Transcription error
173	25	outrage	outage	Transcription error
181	18	have discussions	have some discussions	Transcription error
182	10	it's	its	Transcription error
185	1-2	ways as individuals	ways, as in individuals	Transcription error
205	2	funds	plans	Transcription error
210	3	center deep	center via deep	Clarification
213	5	know -- if	know, if	Transcription error
213	6	App, my	App, but my	Clarification
221	16	1094	1994	Transcription error
225	2	-- that some	-- some	Transcription error
227	7	1996.	1596.	Transcription error
228	10	1506?	1596?	Transcription error
232	25	adds;	gaps;	Transcription error
240	1	value.	value?	Punctuation error
247	7	PIK or PIK Play	Pix or PicPay	Transcription error
248	8	PIKs	Pix	Transcription error
248	24	PS2-d	PSD-2	Clarification
256	21	app	an	Transcription error
257	13	21st	31st	Transcription error
258	11	22	2022	Clarification

<b>Page #</b>	<b>Line #</b>	<b>Currently Reads</b>	<b>Correction</b>	<b>Reason for Correction</b>
259	9	2021	2022	Clarification
261	21	21st	31st	Transcription error
268	6	Matches	Match's	Transcription error
280	12	of instance.	of an instance.	Transcription error
285	12	about rev share	about acceptable rev share	Transcription error
288	3-5	it wasn't -- it would be nice if you charged 15 or 18 percent. That's better than 30 percent.	it wasn't "it would be nice if you charged 15 or 18 percent. That's better than 30 percent."	Punctuation error
289	2-4	I think the analogy here would be working with the robber back to -- work with them, you know, because this is not --	I think the analogy here is not --	Clarification
295	25	that	but	Transcription error
298	6	No.	I met with Deniz Macoura as described earlier.	Clarification
300	11	distant	doesn't	Transcription error
312	22	service.	service fee.	Transcription error
313	25	apps?	gaps?	Transcription error
316	8-9	the integration	de-integration	Transcription error

I, the undersigned, declare under penalty of perjury, that I have read the above-referenced deposition transcripts and have made corrections, additions, or deletions that I desired to make; and that the transcripts contain my true and correct testimony.

EXECUTED this 27 day of October at Mountain View, California.

DocuSigned by:  
*Sarah Karam*  
89B917C0BDDA460...

Sarah Karam